



ASM TECHNOLOGIES LIMITED

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CIN : L85110KA1992PLC013421 GST No. : 29AABCA4362P1Z9

8 May, 2019

Department of Corporate Services
Bombay Stock Exchange Limited,
Phiroze Jeejeebhoy Towers,
25th Floor, Dalal Street,
Mumbai - 400 001.

Security Code 526433

Subject: Regulation 30 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015-Postal Ballot Notice & Form

Dear Sir,

In terms of Regulation 30 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, please find enclosed herewith copy of Postal Ballot Notice and Form for seeking approval of Members by way of Special Resolutions in respect of matters stated in the Notice dated 18th April, 2019 dispatched to the shareholders on the 7th of May, 2019

Kindly take the above information on record.

Thanking You,

Sincerely,

For ASM Technologies Limited

P.N.Lakshmi
Company Secretary

NOTICE OF POSTAL BALLOT

(Pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014)

Dear Member(s),

Notice is hereby given pursuant to Section 110 of the Companies Act, 2013 ("Act") read with the Companies (Management and Administration) Rules, 2014 ("Rules") including any statutory modification or re-enactment thereof for the time being in force, for seeking consent of the Members by means of Postal Ballot / Remote-E- Voting on the Resolutions set out in this Notice.

The Board of Directors of the Company ("the Board"), at their meeting held on April 18, 2019, considered and approved the following resolutions, subject to the Shareholders' approval through Postal Ballot:

1. Reappointment of Mr. Vikram Ravindra Mamidipudi, (DIN:00008241) as an Independent Director of the company for a second term of five years.
2. Reappointment of Mr. Shekar Viswanathan, (DIN: 01202587) as an Independent Director of the company for a second term of five years.
3. Appointment of Prof. Balkrishna Seshgiri Sonde (DIN:00025794) as an Independent Director of the company not liable to retire by rotation.

The Board of Directors of the company at their meeting held on April 18, 2019 have appointed Mrs. Mangala Rohith, Practicing Company Secretary, (Membership No. ACS 20315), partner BMP & Co LLP, Company Secretaries, as Scrutinizer to scrutinize the Postal Ballot/ e-voting process in a fair and transparent manner.

Shareholders are requested to carefully read the instructions printed in the Postal Ballot Form and record their assent (for) or dissent (against) in the Postal Ballot Form and return the same duly completed in the enclosed self-addressed Business Reply Envelope not later than 17:00 hours IST on June 6, 2019. Postage will be borne and paid by the Company. Postal Ballot Form, if sent at the expense of the Shareholder(s), will also be accepted. The Postal Ballot Form(s) may also be deposited personally at the address given on the Business Reply Envelope. Please note that Postal Ballot forms received after 17:00 hours IST on June 6, 2019 shall be deemed invalid. The Scrutinizer will submit her report to the Chairperson of the Company after completion of the scrutiny of the Postal Ballots (including e- voting). The result of Postal Ballot shall be declared on or before June 7, 2019 and communicated to the Stock Exchange, Depositories, Registrar and Share Transfer Agents and shall also be displayed on the Company's website, www.asmltd.com

PROPOSED RESOLUTIONS

SPECIAL BUSINESS

1. REAPPOINTMENT OF MR. VIKRAM RAVINDRA MAMIDIPUDI, (DIN:00008241) AS AN INDEPENDENT DIRECTOR OF THE COMPANY FOR A SECOND TERM OF FIVE YEARS.

To consider and, if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act 2013('the Act') and the Companies (Appointment and Qualification of Directors) Rules 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and based on the recommendation of the Nomination and Remuneration Committee, Mr. Vikram Ravindra Mamidipudi, (holding DIN: 00008241), who was appointed as an Independent Director of the Company for a term up to 31st March, 2019, being eligible for being reappointed as an Independent Director and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 signifying intention to propose Vikram Ravindra Mamidipudi as a candidate for the office of Director, be and is hereby reappointed as an Independent Director of the Company, to hold office with effect from April 1, 2019 up to 31st March, 2024, and whose office shall not be liable to retire by rotation.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any powers conferred herein, to any committee of Directors, with power to further delegate to any executives / officers of the Company to do all such acts, deeds, matters and things and also to execute such documents, writings, etc., as may be necessary in this regard."

2. REAPPOINTMENT OF MR. SHEKAR VISWANATHAN, (DIN: 01202587) AS AN INDEPENDENT DIRECTOR OF THE COMPANY FOR A SECOND TERM OF FIVE YEARS.

To consider and, if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act 2013('the Act') and the Companies (Appointment and Qualification of Directors) Rules 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) ,Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and based on the recommendation of the Nomination and Remuneration Committee Mr. Shekar Viswanathan, (holding DIN: 01202587), who was appointed as an Independent Director of the Company for a term up to 31st March, 2019, being eligible for being reappointed as an Independent Director and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 signifying intention to propose Shekar Viswanathan as a candidate for the office of Director, be and is hereby reappointed as an Independent Director of the Company, to hold office with effect from 01st April, 2019 up to 31st March, 2024, and whose office shall not be liable to retire by rotation.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any powers conferred herein, to any committee of Directors, with power to further delegate to any executives / officers of the Company to do all such acts, deeds, matters and things and also to execute such documents, writings, etc., as may be necessary in this regard.”

3. APPOINTMENT OF PROF. BALKRISHNA SHESHGIRI SONDE (DIN:00025794) AS AN INDEPENDENT DIRECTOR OF THE COMPANY NOT LIABLE TO RETIRE BY ROTATION

To consider and, if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act 2013('the Act') and the Companies (Appointment and Qualification of Directors) Rules 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) ,Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and based on the recommendation of the Nomination and Remuneration Committee consent of the members of the company be and is hereby accorded to appoint Prof. Balkrishna Sheshgiri Sonde holding (DIN: 00025794) who has submitted a declaration to the effect that he meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the Listing Regulations and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 signifying intention to propose Prof. Balakrishna Sheshgiri Sonde as a candidate for the office of Director, as an Independent Director for a term of five years from 10th June, 2019 to 9th June, 2024, not liable to retire by rotation.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any powers conferred herein, to any committee of Directors, with power to further delegate to any executives / officers of the Company to do all such acts, deeds, matters and things and also to execute such documents, writings, etc., as may be necessary in this regard.”

Place : Bangalore
Date : 18th April,2019

By Order of the Board
For ASM Technologies Limited

P N Lakshmi
Company Secretary
Membership No.:ACS 7408

NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, which sets out material facts and reasons for the special business, is appended hereto.
2. The Notice of Postal Ballot is being sent to all the members of the Company, whose names appear in the Register of members/list of beneficial owners, as received from National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on April 26, 2019, the cut-off date and the voting rights of the Members shall be in proportion to the paid-up value of their shares in the equity capital of the Company as on the cut off date.
3. The Notice of Postal Ballot is being sent to members in electronic form to the email address registered with their Depository Participant (in case of electronic shareholding)/the Company's Registrar and Share Transfer Agents (in case of physical shareholding). In case of members whose email id is not registered, physical copy of the Notice of Postal Ballot is being sent by permitted mode along with a postage pre-paid self-addressed Business Reply Envelope.
4. The resolutions passed by the members through Postal Ballot are deemed to have been passed as if the same have been passed at a general meeting of the members.
5. Members desiring to exercise their votes by Postal Ballot are requested to read carefully the instructions printed in the Postal Ballot form and return the same duly completed and signed in the enclosed pre-paid self-addressed, business reply envelope, so as to reach the Scrutinizer before the closing hours (5:00 PM IST) on Thursday, June 6, 2019. Please note that Postal Ballot form(s) received after the said date will be strictly treated as if no reply has been received from the member.
6. The documents referred to in this Notice and Explanatory Statement are open for inspection at the Registered Office of the company on all working days of the company (except Saturdays and Sundays) between 11.am and 5.30 PM upto last day of voting.
7. Pursuant to the provisions of Section 108, 110 and other applicable provisions of the Companies Act, 2013 read with the related Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 the Company is pleased to provide Electronic Voting ("e-voting"), facility to all its members, to enable them to cast their votes electronically instead of dispatching the physical Postal Ballot Form by post. The Company has engaged the services of M/s. Karvy Fintech Private Limited ("Karvy") to provide e-voting facility to all its members. The e-voting facility is available at the link <https://evoting.karvy.com>.
8. The e-voting facility will be available during the following voting period:
Commencement of e-voting : 9:00 am (IST) on Wednesday, May 8, 2019
Last date of e-voting : 5:00 pm (IST) on Thursday, June 6, 2019
The e-voting module will be disabled by Karvy for voting thereafter.
9. E-voting is optional. If a member votes through e-voting facility as well as casts votes through the Postal Ballot form the votes cast through e-voting shall only be considered.
10. The Board of Directors has appointed Mrs. Mangala Rohith , Practicing Company Secretary, (Membership No. ACS 20315), partner BMP & Co LLP, Company Secretaries, as Scrutinizer to scrutinize the Postal Ballot e-voting process in a fair and transparent manner.
11. The scrutinizer will submit her report to the Chairman/ Managing Director upon completion of the scrutiny of the Postal Ballot votes, and the result will be announced by the Company Secretary on or before 7th June, 2019 at the registered office of the Company by placing it, along with the scrutinizer's report, on the website of the Company at www.asmltd.com. The result will also be communicated to the Stock Exchange, www.bseindia.com where the equity shares of the Company are listed and the e-voting facilitator <https://evoting.karvy.com>.
12. The date of declaration of results of the Postal Ballot, i.e. on or before 7th June, 2019, shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority.
13. The Postal Ballot Notice has been uploaded on the Company's website viz., www.asmltd.com and also on Karvy website <https://evoting.karvy.com>.

The instructions and other information relating to e-voting are as under:

- A. 1. In case a Member receives email from Karvy [for Members whose email IDs are registered with the company/ Depository Participant(s)]:
- i. Launch internet browser by typing the URL: <https://evoting.karvy.com>.
 - ii. Enter the login credentials (i.e. User ID and Password mentioned in the Postal Ballot Form. Your Folio No./ DP ID-Client ID will be your User ID.

iii.

User – ID	For Members holding shares in Demat Form:- a) For NSDL: 8 Character DP ID followed by 8 Digits Client ID b) For CDSL: 16 Digits Beneficiary ID For Members holding shares in Physical Form: ● Even No. followed by Folio Number registered with the company
Password	Your Unique password is printed on the Note: via email forwarded through the electronic notice.

Captcha	Enter the verification code i.e., please enter the alphabets and numbers in the exact way as they are displayed for security reasons.
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- iv. After entering these details appropriately, click on "LOGIN".
 - v. Members will now reach password change Menu wherein they are required to mandatorily change the password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@, #, \$, etc.). The system will prompt the member to change the password and update the contact details like mobile number, email ID, etc. on first login. Members may also enter a secret question and answer of their choice to retrieve the password in case members forget it. It is strongly recommended that members do not share their password with any other person and that they take utmost care to keep their password confidential.
 - vi. Members need to login again with the new credentials.
 - vii. On successful login, the system will prompt you to select the "EVEN" i.e., ASM Technologies Limited.
 - viii. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut Off date under "FOR/AGAINST" or alternatively, you may partially enter any number in "FOR" and partially in "AGAINST" but the total number in FOR/ AGAINST" taken together should not exceed your total shareholding as mentioned herein above. If the shareholder does not indicate either "FOR" or "AGAINST" it will be treated as abstained and the shares held will not be counted under either head.
 - ix. Members holding multiple folios/demat accounts shall choose the voting process separately for each folios/demat accounts.
 - x. Voting has to be done for each item of the Notice separately. In case members do not desire to cast his/her vote on any specific item it will be treated as abstained.
 - xi. Members may then cast their vote by selecting an appropriate option and click on "Submit".
 - xii. A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once a member confirms, he/she will not be allowed to modify. During the voting period, members can login any number of times till they have voted on the Resolution(s).
 - xiii. Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI, etc.) are required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter, etc. together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer at email ID: scrutinizerasmtec@gmail.com with a copy marked to evoting@karvy.com. The scanned image of the above mentioned documents should be in the naming format "Corporate Name _EVEN NO."
- B. 1. In case of Members receiving physical copy of the Notice of Postal Ballot by Registered Post /courier/speed post [for Members whose email IDs are not registered with the company/Depository Participant(s)]:
- i. User ID and initial password as provided in the Postal Ballot Form.
 - ii. Please follow all steps from Sr.No. (i) to (xii) as mentioned in (A) above, to cast the vote.
2. The e-voting period commences on Wednesday, May 8, 2019 at 9:00 A.M. and ends on Thursday, June 6, 2019 at 5:00 P.M. During this period, Members of the company holding share in physical form or in dematerialized form, as on the cut-off date, being Friday, April 26, 2019, may cast their vote by electronic means in the manner and process set out herein above.
3. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the 'Forgot Password' option available on the site to reset the password.
4. The Scrutinizer's decision on the validity of the Postal Ballot shall be final and binding.
5. Please note that Postal Ballot form(s) received after the closing hours (5:00 PM IST) on the last date (June 6, 2019) will be treated as not having been received and the e-voting module shall be disabled for voting thereafter.
6. In case of any queries pertaining to e-voting please visit Help & FAQ's section of [https:// evoting.karvy.com](https://evoting.karvy.com) (Karvy's website) or toll free No. 1-800-34-54-001.

EXPLANATORY STATEMENT

Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013 ("Companies Act") to the accompanying Notice dated 18th April, 2019

Item No.1: Reappointment of Mr. Vikram Ravindra Mamidipudi, (DIN:00008241) as an Independent Director of the company for a second term of five years.

Mr. Vikram Ravindra Mamidipudi (holding DIN: 00008241) was appointed as an Independent Director of the company in the financial year 2014-15 for the period starting from 01st April, 2014 to 31st March, 2019. As per the provisions of Section 149 of the Companies Act, 2013 and the Rules made thereunder, an Independent Director can be reappointed for a second term of maximum 5 (five) years by obtaining approval of the shareholders by a way of special resolution and on disclosure of such reappointment in the Board's Report. Schedule IV of the Companies Act, 2013 provides for performance evaluation by the Board before extending the term of Independent Director. Mr. Vikram Ravindra Mamidipudi has given declaration to the Board that he meets the criteria of

independence as provided under Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of Listing Regulations and intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Director) Rules 2014, to the effect that he is not disqualified under Sub-section(2) of Section 164 of the Companies Act 2013. In the opinion of the Board, Mr. Vikram Ravindra Mamidipudi fulfills the conditions provided in the Act and the Rules made thereunder for reappointment as Independent Director and is independent of the management. Brief background of Mr. Vikram Ravindra Mamidipudi is exhibited in this document separately.

The Board of Directors and Nomination & Remuneration Committee are of the opinion that considering the vast experience, knowledge and the possession of relevant expertise by Mr. Vikram Ravindra Mamidipudi (DIN: 00008241) his continued association would be of immense benefit to the Board and recommend the Resolution for your approval.

None of the Directors/Key Managerial Personnel or their relatives except Mr. Vikram Ravindra Mamidipudi is concerned or interested financially or otherwise is in the said Resolution.

Information Pertaining to Director seeking reappointment as mentioned under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and applicable Secretarial Standards:

Name of Director	Mr. Vikram Ravindra Mamidipudi
Date of Birth	18.05.1956
Date of First Appointment on the Board	30.6.1998
Qualifications	B.Sc., FCA
Expertise in Specific functional Area	M.R.Vikram, is a Partner of M.Anandam & Co., Secunderabad, a leading firm of Chartered Accountants in India. He has more than 39 years experience in Audit and Assurance Services, Banking and is an expert on Finance and Regulatory issues. He was earlier Director of Indian Bank, Indian Overseas Bank and Bank of Rajasthan. M.R.Vikram has also conducted various Special Studies for the Reserve Bank of India, Insurance Regulatory Development Authority and other leading Financial Institutions in the Country.
Number of Shares held in Equity Capital of the Company	NIL
Directorship held in other Indian Listed Companies	GTN Industries Limited Ahlada Engineers Limited
Chairman/Member of Committees of Board of Director of other Listed companies	GTN Industries Limited Audit Committee-Member Nomination & Remuneration Committee-Member Shareholder Grievance Committee- Member
Disclosure of relationships between Directors/KMP inter-se	-

Item No.2: Reappointment of Mr. Shekar Viswanathan (DIN: 01202587) as an Independent Director of the company for a second term of five years.

Mr. Shekar Viswanathan (holding DIN: 01202587) was appointed as Independent Director of the company in the financial year 2014-15 for the period starting from 01st April, 2014 to 31st March, 2019. As per the provisions of Section 149 of the Companies Act, 2013 and the Rules made there under, an Independent Director can be reappointed for a second term of maximum 5 (five) years by obtaining approval of the shareholders by a way of special resolution and on disclosure of such reappointment in the Board's Report. Schedule IV of the Companies Act, 2013 provides for performance evaluation by the Board before extending the term of Independent Director. Mr. Shekar Viswanathan has given declaration to the Board that he meets the criteria of independence as provided under Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of Listing Regulations and intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Director) Rules 2014, to the effect that he is not disqualified under Sub-section(2) of Section 164 of the Companies Act 2013. In the opinion of the Board, Mr. Shekar Viswanathan fulfills the conditions provided in the Act and the Rules made thereunder for reappointment as Independent Director and is independent of the management. Brief background of Mr. Shekar Viswanathan is exhibited in this document separately.

The Board of Directors and Nomination & Remuneration Committee are of the opinion that considering the vast experience, knowledge and the possession of relevant expertise by Mr. Shekar Viswanathan (DIN: 01202587) his continued association would be of immense benefit to the Board and recommend the Resolution for your approval.

None of the Directors/Key Managerial Personnel or their relatives except Mr. Shekar Viswanathan is concerned or interested financially or otherwise is in the said Resolution.

Information Pertaining to Director seeking appointment as mentioned under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and applicable Secretarial Standards:

Name of Director	Mr. Shekar Viswanathan
Date of Birth	16.11.1956
Date of First Appointment on the Board	28.5.2011
Qualifications	B.A. Economics, FCA

Expertise in Specific functional Area	Shekar Viswanathan, is the Vice Chairman and Whole - time Director of Toyota Kirloskar Motor Pvt Ltd . Prior to this, he was a member of the Board of Directors of Toyota Kirloskar Auto Parts Pvt Ltd responsible for the finance, human resources and legal functions and also on the Board of TG Kirloskar Automotive Pvt Ltd. His experience spans the financial services and project finance sector in a career of 38 years.
Number of Shares held in Equity Capital of the Company	NIL
Directorship held in other Indian Listed Companies	-
Chairman/Member of Committees of Board of Directors of other Listed companies	-
Disclosure of relationships between Directors/KMP inter-se	-

Item No.3: Appointment of Prof. Balkrishna Sheshgiri Sonde as an Independent Director (DIN:00025794) not liable to retire by rotation

The Members of the Company at the AGM held on 28th June 2014 approved the appointment of Prof. Balkrishna Sheshgiri Sonde as an Independent Director of the Company for a period of five years with effect from 01st April, 2014. Prof. Balkrishna Sheshgiri completed his present term on 31st March, 2019.

In terms of the recently notified Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, consent of the Members by way of Special Resolution is required for appointment of a Non-Executive Director who is aged above seventy five years. Accordingly, the item is placed before the members for your approval.

The Nomination and Remuneration Committee and the Board of Directors of the Company are of the view that in order to take advantage of Prof. Balkrishna Sheshgiri Sonde's advice, expertise and knowledge it would be appropriate that he continues to serve on the Board. Accordingly, the Board at the meeting held on 18th April, 2019, on the recommendation of the Committee, recommended for the approval of the members the appointment of Prof. Balkrishna Sheshgiri Sonde for second term of five years as an Independent Director of the Company from 10th June, 2019 to 9th June, 2024.

The Company has received from Prof. Balkrishna Sheshgiri Sonde (i) consent in writing to act as a director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Director) Rules 2014, (ii) intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Director) Rules 2014, to the effect that he is not disqualified under Sub-section(2) of Section 164 of the Companies Act 2013, and (iii) a declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Companies Act 2013. The resolution seeks the approval of members for the appointment of Prof. Balkrishna Sheshgiri Sonde as an Independent Director of the company up to 9th June, 2024, pursuant to Section 149 and other applicable provisions of the Companies Act 2013 and the Rules made there under.

The Board recommends this Special Resolution for your approval

None of the Directors/Key Managerial Personnel or their relatives except Prof. Balkrishna Sheshgiri Sonde is concerned or interested financially or otherwise in the said Resolution.

Information Pertaining to Director seeking appointment as mentioned under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and applicable Secretarial Standards:

Name of Director	Prof. Balkrishna Sheshgiri Sonde
Date of Birth	22.07.1937
Date of First Appointment on the Board	30.10.2002
Qualifications	Ph.D, Indian Institute of Science
Expertise in Specific functional Area	Prof. Sonde served as Professor of ECE and Dean at Indian Institute of Science, Bangalore and Visiting Faculty at Stanford University, California, USA and other foreign universities. His fields of academic and research interests encompass Microelectronics, Instrumentation, Digital Technology and its applications in Electronics and Communication Engineering of over 40 years.
Number of Shares held in Equity Capital of the Company	NIL
Directorship held in other Indian Listed Companies	-
Chairman/Member of Committees of Board of Directors of other Listed companies	-
Disclosure of relationships between Directors/KMP inter-se	-

Place: Bangalore
Date: 18th April, 2019

By Order of the Board
For ASM Technologies Limited
P N Lakshmi
Company Secretary
Membership No. ACS 7408

POSTAL BALLOT FORM

(To be returned to the Scrutinizer)

Serial No:

1. Name and registered address of the sole first named shareholder :
2. Name(s) of the Joint holder(s) if any :
3. Registered Folio No./DP ID No. & Client ID* :
*(Applicable to shareholders holding Shares in dematerialized form)
4. No. of Shares held :

E- VOTING

EVEN (e-voting event number)	User ID	Password

I/We hereby exercise my/our vote in respect of the Special Resolutions to be passed by Postal Ballot for the business stated in the Notice of the company dated April, 18, 2019, by sending my / our assent or dissent to the said Special Resolutions by placing the (√) mark at the appropriate box below:

Item No.	Description	No. of shares held	I/We assent to the Resolution (For)	I/We dissent to the Resolution (Against)
1.	Reappointment of Mr Vikram Ravindra Mamidipudi, (DIN: 00008241) as an Independent Director of the company for a second term of five years.			
2.	Reappointment of Mr Shekar Viswanathan, (DIN: 01202587) as an Independent Director of the company for a second term of five years.			
3.	Appointment of Prof. Balakrishna Sheshgiri Sonde (DIN:00025794) as an Independent Director of the company not liable to retire by rotation.			

Place:

Date:

(Signature of the Shareholder)

GENERAL INSTRUCTIONS

1. A member desiring to exercise his/her vote by Postal Ballot should complete this Postal Ballot Form (no other form or photocopy thereof is permitted) in all respects and send it to the Scrutinizer, Ms. Mangala Rohith, (ACS 20315) a Practising Company Secretary, in the enclosed pre-paid self-addressed Business Reply envelope. However, envelopes containing Postal Ballot Form, if deposited in person or if sent by courier or registered/speed post at the expense of the member will also be accepted. Members outside India desiring to exercise their vote will have to arrange for postage at their expense.
2. The pre-paid self addressed business reply envelope bears the name and postal address of the Scrutinizer appointed by Board of Directors of the Company.
3. The Postal Ballot form should be completed and signed by the member as per specimen signature registered with the Company/Depository Participants. In case, shares are jointly held, this Form should be completed and signed (as per specimen signature registered with the Company) by the first named member and in his/her absence, by the next named member. Unsigned Postal Ballot Form will be rejected. Please note that a Member cannot exercise his vote by proxy on Postal Ballot.
4. In respect of shares held by companies, trusts, societies, etc., the duly completed Postal Ballot Form should be accompanied by a certified copy of the Board Resolution/ Authority. If the Postal Ballot form is signed by a 'Power of Attorney' holder for and on behalf of the shareholder, it must be accompanied by an attested true copy of such 'Power of Attorney'.
5. The Notice of Postal Ballot/ E-voting is being dispatched/e-mailed to the members whose names appear on the Register of Members as on April 26, 2019 and voting rights shall be reckoned on the paid up value of the shares registered in the name of the members as on the said date.
6. The consent must be accorded by recording in the column 'FOR' or dissent in the column 'AGAINST' by placing a tick mark (✓) in the appropriate column in the Postal Ballot Form. The assent or dissent received in any other form shall not be considered valid.
7. Members are requested to fill the Postal Ballot Form in indelible ink and avoid filling it by using erasable writing medium(s) like pencil. There will be only one Postal Ballot Form for every folio / client ID irrespective of the number of Joint Member(s).
8. Duly completed Postal Ballot Form should reach the Scrutinizer not later than the close of working hours (5:00 PM IST) on June 06, 2019. Postal Ballot Forms received after that date will be strictly treated as if reply from such member has not been received.
9. A Member may request for a duplicate Postal Ballot Form, if so required, and the same duly completed should reach the Scrutinizer not later than the date specified under instruction No.8 above.
10. Members are requested not to send any paper along with the Postal Ballot Form. If any extraneous paper is sent the same would be destroyed by the Scrutinizer. The Scrutinizer's decision on the validity of a Postal Ballot shall be final.
11. The Chairman and in his absence any person authorized by the Board of Directors will announce the result of Postal Ballot at the registered office of the company at 80/2, Lusanne Court, Richmond Road, Bangalore- 560025 on or before June 7, 2019 at 5.00 pm. The date of declaration of the results of postal ballot will be taken as the date of passing of the resolution.
12. The results of Postal Ballot (including e-voting) along with the Scrutinizer's Report(s) will be available on the website of the company at (www.asmltd.com) and on Karvy's website (<https://evoting.karvy.com>). Further the said results will be intimated to BSE Limited.

E-voting:

13. The company is pleased to provide E-voting facility as an alternate for members of the company to enable them to cast their votes electronically. E-voting is optional. The Members can opt for only one mode of voting, i.e., either by physical ballot or e-voting. If a member has opted for physical ballot, then he/she should not vote by e-voting and vice versa. However, in case a member casts vote by both modes, then vote cast through physical postal ballot shall prevail and the vote through e-voting shall be treated as invalid.
14. The company is concerned about the environment and utilizes natural resources in a sustainable way. We request you to update your email address with your depository participant/company to enable us to send you the quarterly reports and other communications via email.